MAGNETEK, INC.
Form SC 13G
August 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*

MAGNETEK, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

559424106
(CUSIP Number)

AUGUST 12, 2009
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[_] Rule 13d-1(b)

[X] Rule 13d-1(c)

[_] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 559424106

1	Name of Reporting Persons. I.R.S. Identification Nos. of above person (entities only) Riley Investment Partners, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ]

(b) [X]

3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With		5	Sole Voting Power 640,366
		6	Shared Voting Power 0
		7	Sole Dispositive Power 640,366
		8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 640,366		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]		
11	Percent of Class Represented by Amount in Row (9) 2.1%(1)		
12	Type Of Reporting Person (See Instructions) PN		

(1) Based on 30,884,811 shares of common stock of Magnetek, Inc. (the "Issuer") outstanding on April 30, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 29, 2009 filed with the Securities and Exchange Commission on May 8, 2009.

CUSIP No. 559424106

1	Name of Reporting Persons. I.R.S. Identification Nos. of above person (entities only) Riley Investment Management LLC	

2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) [ ] (b) [X]
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With		5	Sole Voting Power 1,849,419(2)
		6	Shared Voting Power 511,666(3)
		7	Sole Dispositive Power 1,849,419(2)
		8	Shared Dispositive Power 511,666(3)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,849,419(3)		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		[x]
11	Percent of Class Represented by Amount in Row (9) 6.0%(1)		
12	Type Of Reporting Person (See Instructions) IA		

(2) Because Riley Investment Management LLC has sole investment and voting power over 640,366 shares of Common Stock held by Riley Investment Partners, L.P. and 1,209,053 shares of Common Stock held in managed accounts by its investment advisory clients, Riley Investment Management LLC may be deemed to have beneficial ownership of these shares.
(3) Riley Investment Management LLC has shared voting and dispositive power over 511,666 shares of Common Stock held in managed accounts by its investment advisory clients. Riley Investment Management LLC disclaims beneficial ownership of the these shares.

1	Name of Reporting Persons. I.R.S. Identification Nos. of above person (entities only) B. Riley & Co., LLC		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) [ ] (b) [X]
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 34,799	
	6	Shared Voting Power -0-	
	7	Sole Dispositive Power 34,799	
	8	Shared Dispositive Power -0-	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 34,799		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		[ ]
11	Percent of Class Represented by Amount in Row (9) 0.1%(1)		
12	Type Of Reporting Person (See Instructions) BD		

CUSIP No. 559424106

1	Name of Reporting Persons. I.R.S. Identification Nos. of above person (entities only)	

	B. Riley & Co. Retirement Trust		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) [ ] (b) [X]
3	SEC Use Only		
4	Citizenship or Place of Organization		
	United States		
Number of Shares Beneficially Owned by Each Reporting Person With		5	Sole Voting Power 32,765
		6	Shared Voting Power 0
		7	Sole Dispositive Power 32,765
		8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	32,765		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		[ ]
11	Percent of Class Represented by Amount in Row (9)		
	0.1%(1)		
12	Type Of Reporting Person (See Instructions)		
	EP		

CUSIP No. 559424106

1	Name of Reporting Persons. I.R.S. Identification Nos. of above person (entities only)	
	Bryant Riley	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	

(a) [ ]
(b) [X]

3	SEC Use Only		
4	Citizenship or Place of Organization United States		
Number of Shares Beneficially Owned by Each Reporting Person With		5	Sole Voting Power 1,925,383(4)
		6	Shared Voting Power 511,666 (5)
		7	Sole Dispositive Power 1,925,383(4)
		8	Shared Dispositive Power 511,666(5)
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,925,383(5)		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		[x]
11	Percent of Class Represented by Amount in Row (9) 6.2%(1)		
12	Type Of Reporting Person (See Instructions) IN		

(4) Because Riley Investment Management LLC has sole voting and investment power over security holdings of Riley Investment Partners, L.P. and certain managed accounts of its investment advisory clients and Mr. Riley, in his role as the sole manager of Riley Investment Management LLC, controls its voting and investment decisions, Mr. Riley may be deemed to have beneficial ownership of the 640,366 shares of Common Stock held by Riley Investment Partners, L.P. and 1,209,053 shares held in managed accounts of investment advisory accounts of Riley Investment Management LLC. Includes 32,765 shares owned by B. Riley & Co. Retirement Trust. Because Mr. Riley, in his role as Trustee of the B. Riley & Co. Retirement Trust, controls its voting and investment decisions, Mr. Riley may be deemed to have beneficial ownership of these shares. Includes 34,799 shares of Common Stock owned by B. Riley & Co., LLC. Mr. Riley is the Chairman and indirect sole equity owner of B. Riley & Co., LLC. Includes 8,400 shares owned by custodial accounts of Mr. Riley's children.
(5) Riley Investment Management LLC has shared voting and dispositive power over

511,666 shares of Common Stock held in managed accounts by its investment advisory clients. Although Mr. Riley controls Riley Investment Management LLC's voting and investment decisions for its investment advisory clients, Mr. Riley disclaims beneficial ownership of these shares.

CUSIP No. 559424106

ITEM 1.

(a) Name of Issuer
Magnetek, Inc.

(b) Address of Issuer's Principal Executive Offices
N49 W13650 Campbell Drive
Menomonee Falls, Wisconsin 53051

ITEM 2.

1. Riley Investment Partners, L.P. (Delaware limited partnership)
Riley Investment Management LLC (Delaware limited liability company)
Bryant Riley (individual residing in California)
2. B. Riley & Co. Retirement Trust (employee benefit plan)
B. Riley & Co., LLC (Delaware limited liability company)

(b) Address of Principal Business Office or, if none, Residence
1. 11100 Santa Monica Blvd. Suite 810 Los Angeles, CA 90025

2. 11100 Santa Monica Blvd. Suite 800 Los Angeles, CA 90025

(c) Citizenship
United States

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
559424106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(b) OR 240.13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) [ ] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

(f) [ ] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g) [ ] A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);

CUSIP No. 559424106

(h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [ ] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For each Reporting Person:

(a) Amount beneficially owned: Please see Line 9 on the cover sheet for each reporting person (including footnotes thereto).

(b) Percent of class: Please see Line 11 on the cover sheet for each reporting person (including footnotes thereto).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: Please see Line 5 on the cover sheet for each reporting person (including footnotes thereto).

(ii) Shared power to vote or to direct the vote: Please see Line 6 on the cover sheet for each reporting person (including footnotes thereto).

(iii) Sole power to dispose or to direct the disposition of: Please see Line 7 on the cover sheet for each reporting person (including footnotes thereto).

(iv) Shared power to dispose or to direct the disposition of: Please see Line 8 on the cover sheet for each reporting person (including footnotes thereto).

CUSIP No. 559424106

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

INSTRUCTION: Dissolution of a group requires a response to this item.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION

(b) The following certification shall be included if the statement is filed pursuant to ss.240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 17, 2009

Riley Investment Partners, L.P.
By: Riley Investment Management, its General Partner
By: /s/ Bryant R. Riley

Bryant R. Riley, Managing Member

Riley Investment Management, LLC

By: /s/ Bryant R. Riley

Bryant R. Riley, Managing Member

B. Riley & Co., LLC

By: /s/ Bryant R. Riley

Bryant R. Riley, Chairman

B. Riley & Co. Retirement Trust

By: /s/ Bryant R. Riley

Bryant R. Riley, Trustee

By: /s/ Bryant R. Riley

Bryant R. Riley